

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

RECORDATION NO. 23327-6 FILED

August 15, 2003

AUG 18 '03 11-22 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Rider No. 2 dated August 1, 2001, to the Lease Agreement dated as of September 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 1, 2000, which was duly filed and recorded on January 12, 2001 and assigned Recordation Number 23327.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 5,150 cubic foot covered hopper railcars marked and numbered as set forth in the attached Railcar List.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

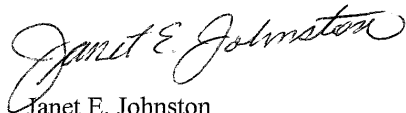
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams  
August 15, 2003  
Page 2

A short summary of the enclosed secondary document to appear in the  
Board's Index is:

Memorandum of Rider No. 2 dated as of August 1, 2001, to a Lease Agreement  
dated as of September 1, 2000 between Greenbrier Leasing Corporation, Lessor,  
and The Burlington Northern and Santa Fe Railway Company, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Johnston".

Janet E. Johnston  
Assistant to the Executive Vice President

JEJ:bjj  
Enclosure

cc: Robert W. Alvord, Esq.

# EXHIBIT A

## RAILCAR LIST

AOK 315106
AOK 315108
AOK 315109
AOK 315112
AOK 315113
AOK 315122
AOK 315129
AOK 315133
AOK 315137
AOK 315142
AOK 315144
AOK 315149
AOK 315154
AOK 315160
AOK 315163
AOK 315176
AOK 315180
AOK 315181
AOK 315183
AOK 315189
AOK 315194
AOK 315196
AOK 315197
AOK 315203
AOK 315210
AOK 315225
AOK 315230
AOK 315233
AOK 315241
AOK 315242
AOK 315247
AOK 315252
AOK 315253
AOK 315258
AOK 315261
AOK 315262
AOK 315266
AOK 315269
AOK 315271
AOK 315275
AOK 315276
AOK 315285

AOK 315289
AOK 315294
AOK 315299
AOK 315302
AOK 315303
AOK 315307
AOK 315310
AOK 315311
AOK 315101
AOK 315103
AOK 315116
AOK 315119
AOK 315121
AOK 315125
AOK 315141
AOK 315146
AOK 315153
AOK 315156
AOK 315162
AOK 315166
AOK 315173
AOK 315174
AOK 315178
AOK 315186
AOK 315188
AOK 315190
AOK 315193
AOK 315195
AOK 315198
AOK 315215
AOK 315216
AOK 315217
AOK 315219
AOK 315222
AOK 315224
AOK 315227
AOK 315232
AOK 315237
AOK 315245
AOK 315263
AOK 315265
AOK 315268

AOK 315270
AOK 315272
AOK 315277
AOK 315282
AOK 315284
AOK 315287
AOK 315288
AOK 315291
AOK 315292
AOK 315293
AOK 315296
AOK 315297
AOK 315300
AOK 315304
AOK 315319
AOK 315328

Total Cars: 100

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("LESSEE")**

**SEPTEMBER 1, 2000**

**RIDER NO. 2**

**DATED AS OF AUGUST 1, 2001**

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Memorandum of a Lease Agreement for Rider No. 2 dated as of August 1, 2001 to a Lease Agreement made and entered into as of September 1, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from one hundred (100), 5,150 cubic foot covered hopper railcars. The Car marks and numbers are set forth in the Railcar List attached hereto as Exhibit A.
2. Rider No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Rider No. 2.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

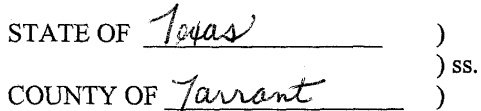
LESSEE: THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: Stephen Farmer

Title: AVP Carload Equip

On this 12<sup>th</sup> day of August, 2003, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 5/28/2006



Nadine M Grande  
NOTARY PUBLIC

My commission expires: 06/05/2004



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